#### SUNTRUST BANKS INC

Form 4 May 01, 2008

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 

Check this box if no longer subject to

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2005 Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Dierker Da	Address of Reporting wid F	Symbol	ner Name <b>and</b> Ticker or Trading  RUST BANKS INC [STI]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	Middle) 3. Date	of Earliest Transaction				
303 PEAC	HTREE STREET		/Day/Year) /2008	Director 10% Owner X Officer (give title Other (specify below) below)  Corp. EVP & Chief Adm. Off.			
	(Street)	4. If An	nendment, Date Original	6. Individual or Joint/Group Filing(Check			
ATLANTA	A, GA 30308	Filed(M	Ionth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code (Instr. 3, 4 and 5)	5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I)			

(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 7,073 D Stock Common 4,125.199 Ι 401(k) (1) Stock Common Restricted 04/29/2008 A 10,938 A 23,488 Stock Stock (2) Common Restricted 04/29/2008 220 23,708 Α Stock Stock (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 8. I Der Sec (In:

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (4)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	622.718
Option (5)	\$ 65.1875					12/31/2000	02/09/2009	Common Stock	1,000
Option (5)	\$ 73.0625					11/09/2002	11/09/2009	Common Stock	1,900
Option (6)	\$ 51.125					11/14/2003	11/14/2010	Common Stock	4,000
Option (6)	\$ 64.57					11/13/2004	11/13/2011	Common Stock	3,500
Option (6)	\$ 54.28					02/11/2006	02/11/2013	Common Stock	10,000
Option (6)	\$ 73.19					02/10/2007	02/10/2014	Common Stock	4,000
Option (7)	\$ 73.14					02/08/2008	02/08/2015	Common Stock	18,000
Option (7)	\$ 71.03					02/14/2009	02/14/2016	Common Stock	30,000
Option (7)	\$ 85.06					02/13/2010	02/13/2017	Common Stock	30,000
Option (7)	\$ 64.58					02/12/2011	02/12/2018	Common Stock	70,000

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dierker David F 303 PEACHTREE STREET ATLANTA, GA 30308

Corp. EVP & Chief Adm. Off.

## **Signatures**

David A. Wisniewski, Attorney-in-Fact for David F.

Dierker

05/01/2008

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Because the stock fund component of the 401(k) is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.
- Restricted stock held under SunTrust Banks, Inc. 2000 Stock Plan and SunTrust Banks, Inc. 2004 Stock Plan. Subject to certain vesting conditions. Restricted stock agreements contain tax withholding features allowing stock to be withheld to satisfy tax withholding obligations. Both plans are exempt under Rule 16(b)-3. Includes 5,701 shares which vest on 2/14/2009 and 5,237 shares which vest on 2/13/2010.
- (3) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan. These shares vest at age 60.
- (4) The reported phantom stock units were acquired under SunTrust Banks, Inc.'s 401(k) excess benefit plan. These phantom stock units convert to common stock on a one-for-one basis.
- (5) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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